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FILED
Apr 21 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P97000061198 (2)**

1. Corporation Name
2 GEMINI BILLING, INC.

Principal Place of Business
**1348 AVON LANE - #35
NORTH LAUDERDALE FL 33068**

Mailing Address
**1348 AVON LANE - #35
NORTH LAUDERDALE FL 33068**



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/14/1997	
21 Suite, Apt. #, etc.	22 City & State	23 Zip	24 Country	25 Suite, Apt. #, etc.	26 City & State
27 Zip	28 Country	29 Suite, Apt. #, etc.	30 City & State	31 Zip	32 Country
9. Name and Address of Current Registered Agent LUCAS, CHRISTOPHER J II 1348 AVON LANE - #35 NORTH LAUDERDALE FL 33068				10. Name and Address of New Registered Agent	
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.				81 Name	
SIGNATURE				82 Street Address (P.O. Box Number is Not Acceptable)	
Signature, typed or printed name of registered agent and title if applicable				83	
(NOTE: Registered Agent signature required when reinstating)				84 City	
DATE				85 Zip Code	

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	NAME	1.1 TITLE	1.2 NAME
STREET ADDRESS	CITY - ST - ZIP	1.3 STREET ADDRESS	1.4 CITY - ST - ZIP
D CARAVELLO, ANGELA 1348 AVON LANE - #35 NORTH LAUDERDALE FL 33068		2.1 TITLE	
D LUCAS, CHRISTOPHER J II 1348 AVON LANE - #35 NORTH LAUDERDALE FL 33068		2.2 NAME	
		2.3 STREET ADDRESS	
		2.4 CITY - ST - ZIP	
		3.1 TITLE	
		3.2 NAME	
		3.3 STREET ADDRESS	
		3.4 CITY - ST - ZIP	
		4.1 TITLE	
		4.2 NAME	
		4.3 STREET ADDRESS	
		4.4 CITY - ST - ZIP	
		5.1 TITLE	
		5.2 NAME	
		5.3 STREET ADDRESS	
		5.4 CITY - ST - ZIP	
		6.1 TITLE	
		6.2 NAME	
		6.3 STREET ADDRESS	
		6.4 CITY - ST - ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:  4/14/98 (954) 774-0624

CR2E034 (10/97)